

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

IN RE LIBOR-BASED FINANCIAL INSTRUMENTS ANTITRUST LITIGATION	1:11-MD-2262 (NRB)  ECF Case
<p>THIS DOCUMENT RELATES TO:</p> <p>JOSEPH AMABILE, et al.,                                 Plaintiffs,                                 v. BANK OF AMERICA CORPORATION, et al.,                                 Defendants.</p> <p>BAY AREA TOLL AUTHORITY,                                 Plaintiff,                                 v. BANK OF AMERICA CORPORATION, et al.,                                 Defendants.</p> <p>CEMA JOINT VENTURE,                                 Plaintiff,                                 v. CHARTER ONE BANK, N.A., et al.,                                 Defendants.</p> <p>THE CHARLES SCHWAB CORPORATION, et al.,                                 Plaintiffs,                                 v. BANK OF AMERICA CORPORATION, et al.,                                 Defendants.</p> <p>CITY OF HOUSTON,                                 Plaintiff,                                 v. BANK OF AMERICA CORPORATION, et al.,                                 Defendants.</p> <p>CITY OF PHILADELPHIA, et al.,                                 Plaintiffs.                                 v. BANK OF AMERICA CORPORATION, et al.,                                 Defendants.</p> <p>CITY OF RICHMOND, et al.,</p>	<p>No. 13-cv-01700</p> <p>No. 14-cv-03094</p> <p>No. 13-cv-05511</p> <p>No. 13-cv-07005</p> <p>No. 13-cv-05616</p> <p>No. 13-cv-06020</p>

<p>Plaintiffs,</p> <p>v.</p> <p>BANK OF AMERICA CORPORATION, et al.,</p> <p>Defendants.</p>	No. 13-cv-00627
<p>CITY OF RIVERSIDE, et al.,</p> <p>Plaintiffs,</p> <p>v.</p> <p>BANK OF AMERICA CORPORATION, et al.,</p> <p>Defendants.</p>	No. 13-cv-00597
<p>COUNTY OF MENDOCINO,</p> <p>Plaintiff,</p> <p>v.</p> <p>BANK OF AMERICA CORPORATION, et al.,</p> <p>Defendants.</p>	No. 13-cv-08644
<p>COUNTY OF SACRAMENTO,</p> <p>Plaintiff,</p> <p>v.</p> <p>BANK OF AMERICA CORPORATION, et al.,</p> <p>Defendants.</p>	No. 13-cv-05569
<p>COUNTY OF SAN DIEGO,</p> <p>Plaintiff,</p> <p>v.</p> <p>BANK OF AMERICA CORPORATION, et al.,</p> <p>Defendants.</p>	No. 13-cv-00667
<p>COUNTY OF SAN MATEO, et al.,</p> <p>Plaintiffs,</p> <p>v.</p> <p>BANK OF AMERICA CORPORATION, et al.,</p> <p>Defendants.</p>	No. 13-cv-00625
<p>COUNTY OF SONOMA, et al.,</p> <p>Plaintiffs,</p> <p>v.</p> <p>BANK OF AMERICA CORPORATION, et al.,</p> <p>Defendants.</p>	No. 13-cv-05187
<p>DARBY FINANCIAL PRODUCTS, et al.,</p> <p>Plaintiffs,</p> <p>v.</p> <p>BARCLAYS BANK PLC, et al.,</p> <p>Defendants.</p>	No. 13-cv-08799

<p>EAST BAY MUNICIPAL UTILITY DISTRICT, Plaintiff,</p> <p>v.</p> <p>BANK OF AMERICA CORPORATION, et al., Defendants.</p>	No. 13-cv-00626
<p>FEDERAL DEPOSIT INSURANCE CORPORATION as Receiver for AMCORE BANK, N.A., et al., Plaintiffs,</p> <p>v.</p> <p>BANK OF AMERICA CORP., et al., Defendants.</p>	No. 14-cv-01757
<p>THE FEDERAL HOME LOAN MORTGAGE CORPORATION, Plaintiff,</p> <p>v.</p> <p>BANK OF AMERICA CORPORATION, et al., Defendants.</p>	No. 13-cv-03952
<p>FEDERAL NATIONAL MORTGAGE ASSOCIATION, Plaintiff,</p> <p>v.</p> <p>BARCLAYS BANK PLC, et al., Defendants.</p>	No. 13-cv-03952
<p>GEORGE P. MARAGOS, in his official capacity as the COMPTROLLER OF THE COUNTY OF NASSAU, acting on behalf of the COUNTY OF NASSAU, Plaintiff,</p> <p>v.</p> <p>BANK OF AMERICA CORPORATION, et al., Defendants.</p>	No. 13-cv-20297
<p>NATIONAL CREDIT UNION ADMINISTRATION BOARD as Liquidating Agent for U.S. Central Federal Credit Union, et al., Plaintiff,</p> <p>v.</p> <p>CREDIT SUISSE GROUP AG, et al.,</p>	No. 13-cv-07394

<p>Defendants.</p> <p>PRINCIPAL FINANCIAL GROUP, INC., et al., Plaintiffs,</p> <p>v.</p> <p>BANK OF AMERICA CORPORATION, et al., Defendants.</p>	No. 13-cv-06014
<p>PRINCIPAL FUNDS, INC., et al., Plaintiffs,</p> <p>v.</p> <p>BANK OF AMERICA CORPORATION, et al., Defendants.</p>	No. 13-cv-06013
<p>PRUDENTIAL INVESTMENT PORTFOLIOS 2, et al., Plaintiffs,</p> <p>v.</p> <p>BANK OF AMERICA CORPORATION, et al., Defendants.</p>	No. 14-cv-04189
<p>THE REGENTS OF THE UNIVERSITY OF CALIFORNIA, Plaintiff,</p> <p>v.</p> <p>BANK OF AMERICA CORPORATION, et al., Defendants.</p>	No. 13-cv-05186
<p>SALIX CAPITAL US INC., Plaintiff,</p> <p>v.</p> <p>BANC OF AMERICA SECURITIES LLC, et al., Defendants.</p>	No. 13-cv-04018
<p>SAN DIEGO ASSOCIATION OF GOVERNMENTS, Plaintiff,</p> <p>v.</p> <p>BANK OF AMERICA CORPORATION, et al., Defendants.</p>	No. 13-cv-05221
<p>TRIAXX PRIME CDO 2006-1 LTD., et al., Plaintiffs,</p> <p>v.</p> <p>BANK OF AMERICA CORPORATION, et al.,</p>	No. 14-cv-00146

Defendants.	
-------------	--

**NOTICE OF DEFENDANTS' MOTION  
TO DISMISS DIRECT ACTION CLAIMS**

PLEASE TAKE NOTICE that the undersigned, attorneys for Defendants Banc of America Securities LLC, Bank of America Corporation, Bank of America, N.A., Barclays Bank plc, Barclays Capital Inc., Barclays plc, BBA Enterprises Ltd., BBA Libor Ltd., Bear Stearns Capital Markets, Inc., British Bankers' Association, The Bank of Tokyo-Mitsubishi UFJ, Ltd., Chase Bank USA, N.A., Citi Swapco Inc., Citibank, N.A., Citigroup Financial Products, Inc., Citigroup Funding Inc., Citigroup Global Markets Inc., Citigroup Global Markets Limited, Citigroup, Inc., Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A., Credit Suisse (USA) Inc., Credit Suisse AG, Credit Suisse Group AG, Credit Suisse International, Credit Suisse Securities (USA) LLC, Deutsche Bank AG, Deutsche Bank Securities, Inc., HBOS plc, Hongkong and Shanghai Banking Corporation Ltd., HSBC Bank plc, HSBC Bank USA, N.A., HSBC Finance Corp., HSBC Holdings plc, HSBC Securities (USA) Inc., HSBC USA Inc., JPMorgan Chase & Co., JPMorgan Chase Bank, N.A., J.P. Morgan Markets Ltd. f/k/a Bear Stearns International Ltd., J.P. Morgan Securities LLC f/k/a J.P. Morgan Securities Inc., J.P. Morgan Bank Dublin plc f/k/a Bear Stearns Bank plc, Lloyds Bank plc, Lloyds Banking Group plc, Lloyds TSB Bank plc, Merrill Lynch & Co., Inc., Merrill Lynch Capital Services, Inc., Merrill Lynch International Bank Ltd., Merrill Lynch, Pierce, Fenner & Smith Incorporated, The Norinchukin Bank, Portigon AG (f/k/a WestLB AG), Rabobank International, RBC Capital Markets, LLC, RBS Securities Inc. f/k/a Greenwich Capital Markets, Inc., Royal Bank of Canada, The Royal Bank of Scotland Group plc, The Royal Bank of Scotland plc, Société Générale, UBS AG, UBS Limited, UBS Securities LLC,

and Westdeutsche ImmobilienBank AG, in the above-referenced matter, will move this Court, before the Honorable Naomi Reice Buchwald, United States District Judge for the Southern District of New York, 500 Pearl Street, New York, New York, at a date and time to be determined by this Court, for an order pursuant to Rules 12(b)(2) and 12(b)(6) of the Federal Rules of Civil Procedure dismissing with prejudice, in whole or in part, the claims asserted in the Amended and Consolidated Complaints in the above-captioned actions.

The claims subject to Defendants' motion to dismiss and the relief requested are summarized in the attached Master Appendix and its accompanying Schedules (collectively entitled "Summary of Defendants' Motion to Dismiss" and referred to throughout Defendants' motion papers as "Master Appendix" ). The grounds for Defendants' motion to dismiss are set forth in seven memoranda of law referred to in the Master Appendix: (1) Joint Memorandum of Law in Support of Defendants' Motion to Dismiss Direct Action Claims Covered by Prior Rulings ("Prior Rulings Brief"); (2) Memorandum of Law in Support of Defendants' Motion to Dismiss the Fraud and Related Claims in the Direct Actions ("Fraud Brief"); (3) Memorandum of Law in Support of Defendants' Motion to Dismiss the Tortious Interference Claims in the Direct Actions ("Tortious Interference Brief"); (4) Memorandum of Law in Support of Defendants' Motion to Dismiss Direct Action Plaintiffs' UCL and GBL Claims ("Consumer Claims Brief"); (5) Memorandum of Law in Support of Defendants' Motion to Dismiss the Schwab Plaintiffs' Securities Claims with respect to the above-captioned actions *The Charles Schwab Corporation, et al. v. Bank of America Corporation, et al.* (13-cv-7005) ("Schwab Securities Brief"); (6) Memorandum of Law in Support of

Defendants' Motion to Dismiss Direct Action Plaintiffs' Requests for Injunctive, Equitable, and Declaratory Relief ("Injunctive Relief Brief"); (7) Joint Memorandum of Law in Support of Defendants' Motion to Dismiss the Direct Actions for Lack of Personal Jurisdiction ("Personal Jurisdiction Brief") and the accompanying Declarations of Christine N. Bannerman, Brent L. Barton, Nicola S. Black, Dr. Frank Borstelmann, Dominique Bourrinet, Allison Cambria, John Connors, Andrew S. Cooper, Ralph DeSena, Thomas Finlan, Gavin A. Francis, John B. Gaffney, Patrick Gonsalves, William Gougherty, Michelle M. Gregory, Alan B. Kaplan, Tamlyn Ludford, Mary M. McCullough, Kevin P. McKendry, Dara Quinn, Douglas Roseman, Dominick R. Sabella, Pierre Schreiber, Sally Scutt, Andrew Sherman, Rebecca K. Smith, Pamela A. Snell, Osamu Takashima, Elaine Williams, and Joseph B. Wollard, all dated November 5, 2014.

Dated: New York, New York  
November 5, 2014

RESPECTFULLY SUBMITTED,

/s/ Robert F. Wise, Jr.

Robert F. Wise, Jr.  
Arthur J. Burke  
Paul S. Mishkin  
DAVIS POLK & WARDWELL LLP  
450 Lexington Avenue  
New York, New York 10017  
Telephone: (212) 450-4000  
Fax: (212) 450-4800  
robert.wise@davispolk.com  
arthur.burke@davispolk.com  
paul.mishkin@davispolk.com

*Attorneys for Defendants Bank of America  
Corporation, Bank of America, N.A., Banc of  
America Securities LLC, Merrill Lynch & Co.,  
Inc., Merrill Lynch, Pierce, Fenner & Smith, Inc.,  
Merrill Lynch Capital Services, Inc., and Merrill  
Lynch International Bank Ltd.*

/s/ Daryl A. Libow

Daryl A. Libow  
Christopher M. Viapiano  
SULLIVAN & CROMWELL LLP  
1700 New York Avenue, N.W., Suite 700  
Washington, D.C. 20006  
Telephone: (202) 956-7500  
Fax: (202) 956-6973  
libowd@sullcrom.com  
viapianoc@sullcrom.com

*Attorneys for Defendant The Bank of  
Tokyo-Mitsubishi UFJ, Ltd.*



/s/ Jeffrey T. Scott

David H. Braff  
Yvonne S. Quinn  
Jeffrey T. Scott  
Matthew J. Porpora  
SULLIVAN & CROMWELL LLP  
125 Broad Street  
New York, New York 10004  
Telephone: (212) 558-4000  
braffd@sullcrom.com  
quinny@sullcrom.com  
scottj@sullcrom.com  
porporam@sullcrom.com

/s/ Jonathan D. Schiller

Jonathan D. Schiller  
Leigh M. Nathanson  
Amos Friedland  
BOIES, SCHILLER & FLEXNER LLP  
575 Lexington Avenue  
New York, New York 10022  
Telephone: (212) 446-2300  
jschiller@bsfllp.com  
lnathanson@bsfllp.com  
afriedland@bsfllp.com

Michael Brille  
5301 Wisconsin Avenue NW  
Washington, D.C. 20015  
Telephone: (202) 237-2727  
mbrille@bsfllp.com

*Attorneys for Defendant Barclays Bank plc,  
Barclays plc, and Barclays Capital Inc.*

/s/ Andrew A. Ruffino

Andrew A. Ruffino  
COVINGTON & BURLING LLP  
The New York Times Building  
620 Eighth Avenue  
New York, New York 10018  
Telephone: (212) 841-1000  
aruffino@cov.com

Alan M. Wiseman  
Thomas A. Isaacson  
Jonathan Gimblett  
1201 Pennsylvania Avenue N.W.  
Washington, D.C. 20004  
Telephone: (202) 662-6000  
awiseman@cov.com  
tisaacson@cov.com  
jgimblett@cov.com

/s/ Michael R. Lazerwitz

Michael R. Lazerwitz  
CLEARY GOTTlieb STEEN &  
HAMILTON LLP  
One Liberty Plaza  
New York, New York 10006  
Telephone: (212) 225-2000  
mlazerwitz@cgsh.com

*Attorneys for Defendants Citibank, N.A.,  
Citigroup Inc., Citigroup Financial  
Products, Inc., Citigroup Funding, Inc.,  
Citigroup Global Markets Inc., Citigroup  
Global Markets Ltd., and Citi Swapco Inc.*

/s/ David R. Gelfand

David R. Gelfand  
Sean M. Murphy  
MILBANK TWEED HADLEY & McCLOY LLP  
One Chase Manhattan Plaza  
New York, New York 10005  
Telephone: (212) 530-5000  
dgelfand@milbank.com  
smurphy@milbank.com

*Attorneys for Defendant Coöperatieve  
Centrale Raiffeisen-Boerenleenbank B.A.*

/s/ Herbert S. Washer

Herbert S. Washer  
Elai Katz  
Joel Kurtzberg  
CAHILL GORDON & REINDEL LLP  
80 Pine Street  
New York, New York 10005  
Telephone: (212) 701-3000  
hwasher@cahill.com  
ekatz@cahill.com  
jkurtzberg@cahill.com

*Attorneys for Defendant Credit Suisse  
Group AG, Credit Suisse International,  
Credit Suisse AG, Credit Suisse Securities  
(USA) LLC, Credit Suisse Securities (USA)  
Inc.*

/s/ Moses Silverman

Moses Silverman  
Andrew C. Finch  
Jessica Brach  
Noam Lerer  
PAUL, WEISS, RIFKIND, WHARTON &  
GARRISON LLP  
1285 Avenue of the Americas  
New York, New York 10019  
Telephone: (212) 373-3355  
Fax: (212) 492-0355  
msilverman@paulweiss.com  
afinch@paulweiss.com  
jbrach@paulweiss.com  
nlerer@paulweiss.com

*Attorneys for Defendants Deutsche Bank AG and  
Deutsche Bank Securities Inc.*

/s/ Ed DeYoung

Ed DeYoung  
Gregory T. Casamento  
LOCKE LORD LLP  
3 World Financial Center  
New York, New York 10281  
Telephone: (212) 812-8325  
Fax: (212) 812-8385  
edeyoung@lockelord.com  
gcasamento@lockelord.com

Roger B. Cowie  
LOCKE LORD LLP  
2200 Ross Avenue, Suite 2200  
Dallas, Texas 75201  
Telephone: (214) 740-8614  
Fax: (214) 740-8800  
rcowie@lockelord.com

*Attorneys for Defendants HSBC Holdings  
plc, HSBC Bank plc, The Hongkong and  
Shanghai Banking Corporation Ltd., HSBC  
USA, Inc., HSBC Finance Corporation,  
HSBC Securities (USA,) Inc., and HSBC  
Bank USA, N.A. (except in City of Houston  
v. Bank of America Corp., et al., S.D.N.Y.  
Case No. 1:13-cv-05616)*

/s/ Donald R. Littlefield

Donald R. Littlefield (*pro hac vice* motion  
pending)  
Jack D. Ballard (*pro hac vice* motion  
pending)  
Michael A. Rodriguez (*pro hac vice*  
motion pending)  
BALLARD & LITTLEFIELD, LLP  
3700 Buffalo Speedway, Suite 250  
Houston, Texas 77098  
Telephone: (713)403-6400  
Fax: (713)-403-6410  
dlittlefield@ballardlittlefield.com  
jballard@ballardlittlefield.com  
mrodriguez@ballardlittlefield.com

*Attorneys for Defendants HSBC Holdings  
plc and HSBC Bank plc in City of Houston*

*v. Bank of America Corp., et al.*, S.D.N.Y.  
Case No. 1:13-cv-05616

/s/ Thomas C. Rice

Thomas C. Rice  
Paul C. Gluckow  
Omari L. Mason  
SIMPSON THACHER & BARTLETT LLP  
425 Lexington Avenue  
New York, New York 10017  
Telephone: (212) 455-2000  
Fax: (212) 455-2502  
trice@stblaw.com  
pgluckow@stblaw.com  
omason@stblaw.com

*Attorneys for Defendants JPMorgan Chase & Co.,  
JPMorgan Chase Bank, N.A., J. P. Morgan  
Securities LLC, J. P. Morgan Markets Limited  
(f/k/a Bear, Stearns International Limited), J.P.  
Morgan Dublin plc (f/k/a JPMorgan Bank Dublin  
plc) (f/k/a Bear Stearns Bank plc), Chase Bank  
USA, N.A., and Bear Stearns Capital Markets, Inc.*

/s/ Marc J. Gottridge

Marc J. Gottridge  
Lisa J. Fried  
HOGAN LOVELLS US LLP  
875 Third Avenue  
New York, New York 10022  
Telephone: (212) 918-3000  
marc.gottridge@hoganlovells.com  
lisa.fried@hoganlovells.com

*Attorneys for Defendants Lloyds Banking  
Group plc, Lloyds Bank plc (formerly  
known as Lloyds TSB Bank plc) and HBOS  
plc*

/s/ Andrew W. Stern

Alan M. Unger  
Andrew W. Stern  
Nicholas P. Crowell  
SIDLEY AUSTIN LLP  
787 Seventh Avenue  
New York, New York 10019  
Telephone: (212) 839-5300  
Fax: (212) 839-5599  
aunger@sidley.com  
astern@sidley.com  
ncrowell@sidley.com

*Attorneys for Defendant The Norinchukin Bank*

/s/ Fraser L. Hunter, Jr.

Fraser L. Hunter, Jr.  
David S. Lesser  
Alan E. Schoenfeld  
WILMER CUTLER PICKERING  
HALE AND DORR LLP  
250 Greenwich Street  
New York, New York 10007  
Telephone: (212) 230-8800  
Fax: (212) 230-8888  
fraser.hunter@wilmerhale.com  
david.lesser@wilmerhale.com  
alan.schoenfeld@wilmerhale.com

/s/ Robert G. Houck

Robert G. Houck  
Alejandra de Urioste  
CLIFFORD CHANCE US LLP  
31 West 52nd Street  
New York, New York 10019  
Telephone: (212) 878-8000  
Fax: (212) 878-8375  
robert.houck@cliffordchance.com  
alejandra.deurioste@cliffordchance.com

*Attorneys for Defendants The Royal Bank of  
Scotland Group plc, The Royal Bank of Scotland  
plc, Citizens Bank, N.A. f/k/a Charter One Bank,  
N.A., and RBS Securities Inc.<sup>1</sup>*

/s/ Arthur W. Hahn

Arthur W. Hahn  
Christian T. Kemnitz  
Brian J. Poronsky  
KATTEN MUCHIN ROSENMAN LLP  
525 West Monroe Street  
Chicago, Illinois 60661  
Telephone: (312) 902-5200  
arthur.hahn@kattenlaw.com  
christian.kemnitz@kattenlaw.com  
brian.poronsky@kattenlaw.com

*Attorneys for Defendant Royal Bank of  
Canada and RBC Capital Markets LLC*

/s/ Steven Wolowitz

Steven Wolowitz  
Henninger S. Bullock  
Andrew J. Calica  
MAYER BROWN LLP  
1675 Broadway  
New York, New York 10019  
Telephone: (212) 506-2500  
Fax: (212) 262-1910  
swolowitz@mayerbrown.com  
hbullock@mayerbrown.com  
acalica@mayerbrown.com

*Attorneys for Defendant Société Générale*

---

<sup>1</sup> Wilmer Cutler Pickering Hale and Dorr LLP is counsel for these defendants except as to plaintiffs Prudential Investment Portfolios 2; Triaxx Prime CDO 2006-2 LTD; Triaxx Prime CDO 2007-1 LTD; Principal

/s/ Peter Sullivan

Peter Sullivan  
Lawrence J. Zweifach  
GIBSON, DUNN & CRUTCHER LLP  
200 Park Avenue  
New York, New York 10166-0193  
Telephone: (212) 351-4000  
psullivan@gibsondunn.com  
lzweifach@gibsondunn.com

Joel S. Sanders (*admitted pro hac vice*)  
555 Mission Street, Suite 3000  
San Francisco, California 94105  
jsanders@gibsondunn.com

*Attorneys for Defendant UBS AG and UBS  
Securities LLC*

/s/ Richard D. Owens

Richard D. Owens  
Jeff G. Hammel  
LATHAM & WATKINS LLP  
885 Third Avenue  
New York, New York 10022  
Telephone: (212) 906-1200  
richard.owens@lw.com  
jeff.hammel@lw.com

*Attorneys for Defendants British Bankers'  
Association, BBA Enterprises Ltd., and BBA  
LIBOR Ltd.*

/s/ Christopher M. Paparella

Christopher M. Paparella  
Ethan E. Litwin  
Marc A. Weinstein  
Morgan J. Feder  
HUGHES HUBBARD & REED LLP  
One Battery Park Plaza  
New York, New York 10004  
Telephone: (212) 837-6000  
Fax: (212) 422-4726  
Chris.Paparella@hugheshubbard.com  
Ethan.Litwin@hugheshubbard.com  
Marc.Weinstein@hugheshubbard.com  
Morgan.Feder@hugheshubbard.com

*Attorneys for Defendants Portigon AG  
(f/k/a WestLB AG) and Westdeutsche  
ImmobilienBank AG*

---

Funds, Inc.; Principal Capital Interest Only I, LLC; Principal Commercial Funding, LLC; Principal Commercial Funding II, LLC; Principal Financial Group, Inc.; Principal Financial Services, Inc.; Principal Life Insurance Company; Principal Real Estate Investors, LLC; Principal Variable Contracts Funds, Inc.; and Fannie Mae. Clifford Chance US LLP is counsel for these defendants except as to Plaintiff the Federal Home Loan Mortgage Corporation.